



Code of Ethics & Business Conduct

All Tyto Athene Employees



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Introductory Information / Questions

This Tyto Athene ("Tyto") Code of Ethics & Business Conduct applies to all of us. It is designed to inform and guide each of us regarding acceptable conduct.

It serves as an important resource in support of our day-to-day decision making. We are all expected to read, understand and comply with this Code.

Many of the principles described in this Code are general in nature, and the Code does not cover every situation that may arise. Use common sense and good judgment in applying this Code. The use of good judgment, based on high ethical principles, will guide you with respect to acceptable conduct.

If you have questions regarding this Code, or the proper course of action, don't guess. Discuss that with your immediate supervisor / manager or Human Resources, email your questions to tammy.cotto@gotyto.com or phone your questions to **1-703-885-7854**.

All Tyto Employees, including our managers and officers, must follow this Code. All Tyto management and supervisory personnel are required to ensure, to the best of their ability, that Employees under their supervision

comply with this Code. We also expect all our agents, contractors and others doing business with Tyto or acting on our behalf to hold themselves to equally high standards.

Although we are a U.S.-based company, we proudly employ personnel and serve clients all over the world. Our Code applies to all Employees globally. We comply with the laws of the countries where we do business and, as a U.S.-based company, we comply across our international operations with those U.S. laws that reach us around the world. While we embrace diversity and respect cultural differences, if a local custom or business practice violates our Code, we must follow our Code. If something permitted or required by our Code violates local law, we must follow local law.

Q & A

I am not sure if what my supervisor asked me to do is proper.

What should I do?

You may want to first discuss your concerns with your supervisor, but if you are not comfortable discussing your concerns with your supervisor, or are not satisfied with your supervisor's response, please contact Human Resources.

How to Raise Concerns

Subject to applicable laws, it is the obligation of each of us who knows of or has good reason to suspect any violation of this Code or any other Company policy to report that information immediately.

Any uncertainty as to whether a violation has occurred should be resolved in favor of reporting the matter. A sufficiently detailed description of the factual basis for suspecting that a violation exists should be provided to allow for an appropriate investigation. Under our Ethics Policy, you have many ways to report concerns. Any of the following methods are appropriate.

Please choose the reporting method that is most comfortable and appropriate given the matter you have to report.

- You can contact your supervisor/ manager
- You can contact Human Resources
- You can utilize our Ethics Hotline, as described below
- You can contact our CFO (concerns regarding questionable accounting or auditing matters should be reported through the Ethics Hotline)

You may always raise your concerns by calling the Anonymous Ethics Hotline toll-free at

1-833-530-0008 (English)

1-800-216-1288 (Spanish)

1-855-725-0002 (French speaking Canada)

or through the internet web link found at www.lighthouse-services.com/tyto.

The Ethics Hotline is hosted by a third-party, allows for confidential, anonymous (in the US and elsewhere as permitted by law submissions and is available 24 hours a day every day of the year. Every report to the Ethics Hotline will be reviewed by Internal Audit, the CFO and/or Human Resources, as appropriate.

No Employee who, in good faith, reports any concerns about any violation of this Code or any Tyto policy will suffer harassment, retaliation or an adverse employment consequence as a result of that report or any cooperation by the Employee in any internal or external investigation of any reported or suspected concern or violation. Anyone who retaliates against someone who has reported any such concern or suspected violation in good faith is subject to discipline up to and including termination of employment.

What does "good faith" mean? Good faith means that you have reasonable grounds for believing that a violation has occurred. A report made maliciously or with knowledge that the report is false is not made in good faith and will be viewed as a serious disciplinary offense.

Q & A

What are some examples of conduct I should report?

You should report any conduct that you, in good faith, believe is a violation of the standards in this Code or in any Company policy, including violations of internal controls, falsification of records, fraud, bribery or kickbacks, conflicts of interest, misuse of company property, theft and, of course, any violations of law.

Investigation of Concerns

We take all good faith reports of suspected misconduct seriously, investigate them fairly and confidentially and take appropriate corrective action where warranted.

We have established processes and procedures approved by our Board to ensure that all appropriate matters are reviewed by Internal Audit, the CFO and/or Human Resources, as appropriate, and reported to the Audit Committee of the Board.

You are required and expected to cooperate in internal investigations, audits or reviews or directions from the Company and/ or other professionals engaged by the Company in connection with these matters. Searches of company-provided physical and information technology resources may be required. If you are involved in any internal investigation, you will be treated with dignity and respect. All investigations will be conducted in compliance with all laws and applicable policies. Please do not interfere in internal investigations

or engage in your own fact-finding.

After an investigation is completed, appropriate disciplinary and other corrective action will be taken when warranted by the facts including, in appropriate cases and subject to applicable law, notifying government authorities and cooperating with any resulting prosecution or other government action. Retaliation against any Employee who cooperates in these activities will not be tolerated.

In addition, when legally required or otherwise permitted and appropriate, we will timely self-report compliance violations to applicable government authorities and will cooperate with any resulting official proceedings.

Compliance with Laws

We value and seek to preserve our reputation for integrity and are committed to compliance with all laws and regulations applicable to us and our businesses.

This requires that we comply with all U.S. federal, state and local laws and all laws in other countries that reach our activities and our Company. Although the Company is a U.S. limited liability company, it should be recognized that actions taken outside the U.S., whether by U.S. personnel operating overseas or non-U.S. personnel, will be considered under both local laws and customs as well as U.S. standards of conduct, as some U.S. laws expressly reach our conduct outside the U.S.

Accordingly, where applicable U.S. laws, regulations and standards relating to ethical conduct are more restrictive than those of a particular locality outside the U.S., your conduct should be governed by the stricter U.S. standards, as reflected in this Code and other applicable Company policies. On the other hand, if actions that are permitted by our Code or U.S. standards violate local law, then the stricter local law should be followed.

Q & A

The different laws are so complicated and cover so many different areas, how can I be sure that I won't violate some little technicality?

Moreover, how am I supposed to understand it all?

I'm not a lawyer.

Don't abandon your own judgment. If something seems intuitively wrong to you, ask before acting. You also have an obligation to understand the finer points of the rules governing your job.

Do not hesitate to contact your supervisor or Human Resources if you need additional training. Also, you may always contact the Legal Department if you need clarification of the laws or our standards and policies.

Summary of Team Member Responsibilities

This handbook provides specific information to assist you with complying with our Code.

As a Tyto Employee, you have the following responsibilities.

- Become familiar with this Code as well as the laws, rules and regulations and the other Company policies applicable to your position
- Comply with the letter, spirit and intent of those laws, this Code and all policies
- If you are a manager or supervisor, ensure, to the best of your ability, that the Employees under your supervision comply with this Code and raise any concerns to you, to Human Resources or to the CFO
- Subject to applicable laws, raise any concerns you have or become aware of regarding violations of law, this Code or any other Company policies

Q & A

I have been given a different position and I am not sure that I know the laws or rules that apply to this job.

What should I do?

You should discuss your concerns with your supervisor and together determine what additional training you may need. If you still have concerns after that discussion, please contact Human Resources.

Our Responsibilities to Our Clients and Business Partners

Fair Dealing

We will compete and succeed through superior performance and products and without the use of unethical or illegal practices. You must respect the rights of and deal fairly with our clients, business partners, vendors and competitors and should not take unfair advantage of anyone through manipulation, fraud, abuse of privileged information or by misrepresentation. We will comply with all laws prohibiting or regulating matters that are intended to or do limit competition.

As examples, you must not

- give improper gifts to any person or entity in the course of their work with the Company, spread false rumors about competitors, clients or suppliers
- misrepresent the nature or quality of our products and services or a competitor's products and services
- seek to advance the Company's interests by taking unfair advantage of anyone through unfair dealing practices
- enter into agreements or arrangements that are intended to or could limit competition without approval of the Legal Department

Anti-Corruption and Anti-Bribery

We do not tolerate bribery or corruption, regardless of where we are located or where we do business. You should never provide anything of value that could be perceived as a payment in order to obtain or retain business. Always comply fully with the anti-bribery and anti-corruption laws of the countries in which we do business, including the Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act.

Regardless of local practices or competitive intensity, you must avoid even the appearance of bribery when dealing with any individual, including government officials, employees of state-owned or controlled enterprises and officials of international organizations and/or political parties.

Q & A

What is the difference between a “gift” and a “bribe”?

A “gift” is made with “no strings attached” in the interest of, for example, building a business relationship or expressing thanks. A “bribe” occurs if you accept or give something of value to someone in return for something else, such as the award of business or the exercise of the other’s discretion or influence.

Gifts and Entertainment

You are permitted and encouraged to properly interact with our business partners, including appropriate entertainment particularly when discussing business matters. All gifts and entertainment (including meals and drinks), however, must comply with our Gifts and Entertainment Policy. This policy applies both to gifts and entertainment provided by you to a business partner, as well as gifts and entertainment provided to you by a business partner, including our vendors. You must read and understand this policy. If you don’t, please ask your supervisor.

The policy covers “anything of value” in the broadest sense, including favors. In addition to prohibiting bribes, this policy prohibits improper inducement, any cash (or cash equivalents such as gift cards) and any activity that violates a business partner’s policies. It also prohibits providing anything of value to a government official without Legal Department approval.

Gifts and entertainment to non-governmental officials are subject to the following dollar limits. You may exceed these limits only with the prior approval of your supervisor.

- Meals and/or drinks that exceed \$250 per individual per event or \$1,000 per individual each calendar year
- Entertainment that exceeds \$500 per individual per event or \$1,000 per individual each calendar year
- Providing gifts to the same individual with a value of more than \$100 per gift or more than \$250 per calendar year
- Receiving gifts of more than \$100 per calendar year from the same individual

If you participate in an event with a business partner, that’s “entertainment.” But if you receive something for your personal use, that’s a “gift.” See example on the next page.

If you find out, after the fact, that you unintentionally violated this policy, please notify your supervisor immediately.

Q & A

I received 2 tickets to a football game from a vendor who is not attending the event. The face value of the 2 tickets is US \$100.

May I keep the tickets?

Since the vendor is not attending the event with you, this is a “gift” and not “entertainment.” But, this falls within our permitted gift level of US \$100, so it is permitted, as long as you have not received other gifts from this vendor during the calendar year.

All transactions must be accurately and timely reported.

PROHIBITED. The following are NEVER permitted:

- Any gift or entertainment that violates any law
- Any gift or entertainment that is intended to or may appear to be intended to induce a favor from the other party
- Bribes
- Cash gifts, including gift cards
- Inappropriate gifts or entertainment that offend reasonable sensibilities
- Any gift or entertainment that violates the other party's policies
- Asking for a gift or entertainment
- Submitting or knowingly approving false gifts or entertainment records

Q & A

I received an unsolicited gift from a vendor that clearly is in excess of our limit of US \$100.

How do I handle this?

We understand that, in some cultures, gifts and entertainment play an important role in business relationships, and it is important to understand and adapt to local customs when working in countries outside the U.S. However, our policies do not allow receiving gifts that could compromise or appear to compromise our ability to make objective and fair business decisions.

You should review this matter with your supervisor and the Legal Department to address the legality, timing, business purpose, value and intent of the gift. If you receive a gift and are unsure of its value, use your best, good faith judgment but err on the side of seeking approval.

Q & A

A vendor just offered me a 15% personal discount.

Is this appropriate?

You cannot accept a personal discount unless the vendor offers the same discount to all Tyto Employees.

Prize Drawings

The giving or receiving of gifts through raffles and other similar giveaways that are fair, nondiscriminatory and are conducted in a public forum are permitted unless the prize is worth more than \$1,000. Raffle gifts valued at more than \$1,000 must be disclosed to and approved by

the Employee's supervisor. For raffles and door prizes given by Tyto with a value of more than \$50, the Tyto Employee responsible must confirm that the person receiving the raffle or door prize is not a government official and is permitted to accept that prize under any policy applicable to that person.

Q & A

I attended an industry conference and won a weekend trip. The value definitely will exceed our limit of US \$100.

Can I accept the prize?

You may accept a prize in connection with a random drawing or competition as long as the drawing or competition is open to all participants at the conference and the prize value does not exceed US \$1,000. If the prize exceeds US \$1,000, you need the approval of your supervisor in order to keep the prize.

Trade Laws

We serve clients and engage with business partners all over the world, so we must comply with applicable country laws regarding the import or export of goods and services. As a U.S.-based company, we must comply with U.S. trade regulations in every international transaction. We cannot export products or services to countries that are embargoed by

the U.S. government, sell to certain persons and entities or sell product for certain end uses. We also may need export licenses to ship certain products outside the U.S. or into certain countries from anywhere. We also cannot agree not to trade with certain countries under so-called anti-boycott laws.

Client / Vendor Information

We must keep our clients' and business partners' proprietary and personal information safe and comply with the privacy and data protection laws of the countries in which we do business and the agreements which we enter into with those parties. Personal and confidential information about former, current or prospective clients or business partners may be collected only for legitimate business-related purposes and may be used only in compliance with laws or agreements.

Proprietary information also includes trade secrets as well as sensitive, confidential, private or classified technical, financial and personnel information, drawings and computer programs, including clients lists and buying history. It may concern new development projects, marketing plans, cost data, client or supplier negotiations or other Company matters.

Intellectual Property

We will protect the intellectual property of others that has been entrusted to us. You may not copy, share or modify third-party copyrighted materials unless you have first obtained written permission from the copyright holder. Improper use—whether for business, personal or Tyto internal use—of copyrighted material can subject you and

Access to proprietary information is limited to those having a need to know. Any disclosure to others, as well as the receipt, use, and disclosure of proprietary information of others received in confidence, should be in accordance with all laws and policies.

Employees working on a client's site or directly with a client's information technology must also comply with the privacy policies and standards of that client.

If you suspect that personal or confidential information has been used or disclosed inappropriately or that a data security breach has occurred, you should immediately report your concern to the Legal Department.

Tyto to possible civil and criminal penalties and other serious consequences. We use third-party software programs under licensing agreements that may restrict their use and duplication. We will comply with all applicable license restrictions relating to the use and duplication of these programs.

Dealing with the Government

We highly value our significant relationships with federal, state and local government clients throughout the United States and other governmental bodies and agencies throughout the world.

We also value our partnerships with prime contractors who serve those clients. We consider it a privilege to provide our products and services to assist critical government operations.

We are committed to the highest ethical standards in all of our efforts to serve these public sector clients and want to ensure that our Employees understand the rules for dealing with government clients.

In dealing with our public sector clients, we will make the best business decisions with honesty and integrity, considering objective factors like price, quality, value, service and the ability to carry through on commitments. We will avoid even the appearance that business decisions are based on improper payments, favors, gifts or hospitality.

Books, Records and Communications

We will communicate truthfully and accurately with public sector clients in all emails, letters, proposals, representations and certifications and contract reports.

We will maintain all relevant contract documentation in accordance with all applicable regulations and contract provisions.

Contingent Fee Agreements

We will comply with all laws and regulations that relate to contingent fee agreements for soliciting or receiving public sector contracts.

We will not execute any agreement that could involve improper attempts to influence the award of these contracts.

Cooperation with Government Reviews

Under the guidance and direction of our Legal Department, we will cooperate fully with all reviews (including audits) of our public sector contracts and subcontracts, and will make full disclosure, as appropriate and necessary, of legal violations of those agreements when required by regulation,

contract or company policies and procedures. As part of our cooperation, we shall not alter or delete documents relating to these agreements except in accordance with established record retention requirements or as otherwise directed by the Legal Department.

Cost Records

We will make and retain accurate records relating to time billed and work performed. We will comply with all laws, regulations, contract/

subcontract provisions and company policies regarding cost reporting, including time charging.

Gifts / Gratuities / Entertainment

We recognize that the rules for gifts, gratuities and entertainment relating to public sector clients are very different from those relating to commercial clients. In particular, we recognize that it is illegal and unethical to compete for work on anything other than the merits of our products, services and/or solutions and provide anything of value to reward or obtain favorable treatment.

As a result, our Gifts and Entertainment Policy provides that we will not, directly or indirectly, offer, provide, solicit or accept anything of value to or from any person in return for seeking, obtaining or rewarding favorable treatment concerning public sector business;

offer or provide anything of value to any person in return for or to influence or attempt to influence an act by a government employee; or provide anything of value -- even nominal value -- to any federal, state or local government employee unless explicitly authorized in advance by the Legal Department. "Anything of value" is not limited to cash or cash equivalents (which, of course, are prohibited) but also includes meals, drinks and cocktails, hotels, transportation, entertainment (such as tickets to concerts, sporting events or other events, greens fees or other entertainment), gifts of goods or services, gift certificates and favors -- among many other things.

Hiring Government Officials

We will comply with all laws and regulations that relate to contingent fee agreements for soliciting or receiving public sector contracts. You must make sure that any such discussions

are permitted by law and the particular governmental agency before you begin to have even preliminary hiring discussions with a government official.

Organizational Conflicts of Interest (OCIs)

When requested and as appropriate, we will identify and disclose to public sector clients any OCIs, which include circumstances when we or our business partners

- have access to nonpublic information as part of performing a government contract if that information would give us a material competitive advantage in future contract competitions

- set the “ground rules” through performance of a government contract (for example, by writing work statements or specifications) for future contract competitions in which we may participate
- have “impaired objectivity” because of product or performance evaluations or similar efforts that could have an impact on future contract awards.

Procurement Integrity

We will neither solicit nor accept competitors’ bid or proposal information or source selection information (such as internal government

proposal evaluation information) when such actions are prohibited by law or regulation.

Product Substitution

We provide products and services to public sector clients that comply fully with all specifications, statement of work and other contract provisions. We make substitutions of

products, services or personnel only when permitted by contract or subcontract and when approved in a written modification by an authorized representative of the client.

Protecting Tyto Athene

We all have a responsibility to protect Tyto Athene, including its reputation. That responsibility requires our compliance with the following provisions of our Code.

Accurate Books and Records

You must prepare all Company business data records and reports accurately and truthfully. These include such everyday documents as time cards, expense reports, manufacturing records and accounting entries, as well as cost estimates and contract proposals. The integrity of Tyto's accounting, technical, personnel, financial and other records is based on their validity, accuracy and completeness.

Do not enter information in the Company's books or records that intentionally hides, misleads or disguises the true nature of any financial or non-financial transaction, result or balance. You must follow all processes and controls designed to ensure the accuracy of our financial results.

If you are asked to provide, review or certify information related to our internal controls, provide the information requested and otherwise respond in a full, accurate and timely manner.

Always cooperate and communicate openly with Employees in Internal Audit, Finance, Legal or Human Resources, as well as with our independent auditors and government investigators. Never attempt to influence, coerce, manipulate or mislead any of them.

If you prepare or represent or certify the accuracy of Company information, you must be diligent in assuring its accuracy and integrity.

Q & A

My supervisor told me to report all the time I spend working each day but also said overtime requires advance approval.

Sometimes I cannot get my work done without working extra hours but I do not have advance approval, so I just put in the extra time and don't report it.

What should I do?

Always report your time worked accurately even if you do not have advance approval. If you are not able to get your work done and can't get advance approval for extra hours, talk to your supervisor or Human Resources.

Protection of Company Assets

The Company's assets should be dedicated to the advancement of its corporate purposes and used for legitimate business purposes. Carelessness, waste, misuse or theft of Company assets can have a direct impact on the Company's profitability. You must seek to protect those assets and ensure their efficient use. You may not use Company assets for non-Company business or any personal purposes (except for immaterial, incidental personal use that

does not adversely impact the Company).

You are personally responsible and accountable for the proper expenditure of Company funds; this includes travel expenses. You also are responsible for the proper use of property over which you have control; this includes all funds and property that have been entrusted to your custody.

Q & A

My supervisor told me that, due to the great job I did recently on an assignment, I should take my spouse out to a nice dinner and, on my expense report, report it as a client dinner.

Since my supervisor approved this is OK, right?

No, this is not OK. This violates a number of policies including our policy to keep accurate books and records.

Disclosure Obligations

Our policy is to make full, fair, accurate, timely and understandable disclosure, in compliance with all applicable laws, rules and regulations, in all reports and documents that we file with,

or deliver to, any person, including any governmental agency. You are required to take appropriate steps, within your area of responsibility, to assist Tyto in discharging these obligations.

Company Information

Your obligation to protect Tyto assets includes our proprietary information, including our intellectual property such as trade secrets (know-how, customer and vendor lists, pricing and similar information), patents, trademarks and copyrights, as well as business, marketing and finance plans, engineering and manufacturing ideas and processes, designs, databases, records, salary information and any unpublished financial data and reports.

If someone outside Tyto asks you for Company information about the Company's position on some matter, you should not attempt to answer unless you are authorized to do so and you know the correct answer.

It is our policy to have informed authorized Company officials respond promptly and courteously to public inquiries concerning Tyto - including those from Employees, investors, government agencies, the press and the general public.

Responses are to be informative without compromising business interests or security obligations.

You are required to retain, protect and dispose of Company information, including records and documents, in accordance with all applicable legal requirements and record retention policies, including any document retention requests from the Legal Department or the IT Department.

Always be very careful when talking about Company confidential information. Avoid discussing confidential information in public places, whenever possible, and never share it with family members or friends. If you must discuss or handle confidential information in a public setting, take extra precautions against an unintended disclosure.

Proper Use of IT Assets

The Company provides you IT assets for use in connection with your work, including Internet access, email, computers, storage media (flash drives, etc.) and/or smart phones. You have previously been provided with a number of policies regarding these matters to which you are subject, including our Corporate Information Security Policy and Social Media Policy. You are responsible for reviewing and fully complying with these policies.

In general, these policies require you to (among other things)

- use our IT assets in accordance with all laws and other Company policies
- protect our IT assets from theft, loss, damage, waste and abuse
- use proper security procedures to protect the Company and our IT assets
- not create, publish, display or transmit defamatory, false, abusive, obscene, threatening, racially offensive, discriminatory or illegal material
- only access authorized information
- only use Tyto acquired and licensed software
- not violate copyright laws
- not compromise the privacy of Employees, clients, vendors or other confidential information maintained by the Company
- not intentionally introduce malicious software onto our IT systems
- report IT security violations to the IT Department or to the Legal Department
- use social media in a respectful, relevant way that protects the Company, its reputation and its assets and does not violate laws or any Company policies

You may occasionally use IT resources for limited personal use, but such use must be appropriate and kept to a minimum.

The Company reserves the right to monitor the use of our IT resources. Where permitted by local law, your use of the resources constitutes consent to such monitoring.

Conflicts of Interest / Corporate Opportunities

A “conflict of interest” occurs whenever your private interests interfere in any way – or appear to interfere in any way – with the interests of Tyto. Such conflict of interest may make it difficult for you, or appear to make it difficult for you, to make decisions objectively and effectively in the best interests of Tyto.

You are obligated to conduct the Company’s business in an honest and ethical manner including the ethical and open handling of any actual, apparent or potential conflict between your personal and business relationships and the interests of Tyto. You may not act in a manner that is adverse to the Company’s interests.

You must make business decisions that you believe, in good faith, are in the best interests of Tyto. Before making any investment, accepting any position or benefit, participating in any transaction or business arrangement or otherwise acting in a manner that creates or appears to create a conflict of interest with Tyto, you must make full disclosure of all

relevant facts and circumstances and obtain the prior written approval from the Company’s CFO. Some conflicts of interest may arise innocently because of circumstances alone, without deliberate action on your part. If you find yourself in such a position, please immediately notify the CFO for guidance.

Similarly, you owe a general duty to advance Tyto’s interests when the opportunity to do so arises. Accordingly, you are prohibited from taking, for yourself or for members of your family, business opportunities that you discover by reason of your positions with the Company or through the use of Company property or information without the prior approval of the Company’s CEO, or CFO.

You are prohibited from competing, directly or indirectly, with the Company or from taking actions that will disadvantage or impair Tyto’s legitimate interests.

Q & A

I would like to hire my sister-in-law's company to perform services for Tyto. Her company is the best one for the job.

Is that permitted?

Engaging your sister-in-law's company to do business for Tyto may be a conflict of interest even if it is the only one that can do the job. Therefore, you must obtain approval in advance from the CFO

Compliance with Securities Laws / Insider Trading

The violation of the Securities Laws can have serious consequences to the Company and to the individual violating such laws. We have adopted a written policy in order to assist with compliance with such laws.

Under our policy, you may not:

- trade (buy or sell) Tyto securities while in possession of material non-public information
- provide material, non-public information to any person unless that person needs to know such information to perform their duties for the Company's benefit
- recommend the purchase or sale of any Tyto shares or other securities
- trade Tyto securities during the third fiscal month of each quarter and until twenty-four (24) hours after publication of the earnings release for such quarter
- trade Tyto securities during any "blackout" period imposed by the Company and communicated to you.

Information may be "material" if it is likely to affect the market value of the Company's securities or influence decisions to buy, sell or hold such securities. Information is "non-public" if it has not yet been made available to the public.

In addition, confidential information regarding other companies that we receive is proprietary. As a result, you must not trade in the securities of any other company on the basis of material, non-public information regarding that company obtained in the course of your employment, nor communicate such information to others for that purpose.

In addition, our directors and executive officers are subject to certain pre-clearance requirements regarding trading in Company securities as set forth in the policy.

Q & A

In the course of my discussions with a representative of Company X, a key vendor partner, I heard confidentially that Company X has a new product that is going to be announced next month that is significantly better than other products on the market and is going to increase its revenues materially.

May I buy stock or tell my sister to buy stock in Company X?

No. That information was provided to you in confidence (and is probably subject to a confidentiality agreement between Tyto and Company X) and not for the purpose of personal gain. To purchase stock or to advise others to purchase stock on the basis of that information would violate this policy (and harm our reputation as a trusted partner) and could be deemed to violate law, subjecting you to employment action for violating this policy and possible civil and criminal penalties.

Our Employees

Employment Practices

We all have a fundamental responsibility to show respect and consideration for all our fellow Employees.

We believe that all Employees have intrinsic worth and dignity.

Our employment practices, including recruiting, hiring, transfers, promotions, compensation, benefits and termination practices, will be based on merit, qualifications and abilities. We do not discriminate in employment opportunities or practices on the basis of race, color, religion, creed, sex, national origin, age, disability, veteran status, sexual orientation, public assistance status or any other class protected by law.

We will make reasonable accommodations for qualified individuals with known disabilities

unless doing so would result in an undue hardship. This policy governs all aspects of employment including, but not limited to, selection, job assignment, compensation, discipline, termination and access to benefits and training.

In addition to a commitment to provide equal employment opportunities to all qualified individuals, we have established affirmative action programs to provide opportunities for individuals in certain protected classes throughout the organization.

Participation in Company-administered programs is offered on an equal opportunity basis.

Q & A

I think my supervisor didn't promote me because of my age.

What can I do?

If you in good faith believe that you were discriminated against for age or any other reason that is protected by law, you should discuss it immediately with your supervisor or Human Resources or make a report with the Ethics Hotline.

No Harassment

Our goal is to provide a safe work environment that is free from all forms of illegal harassment.

Conduct that is considered harassing, bullying, abusive, coercive or disruptive, including sexual harassment, or any actions, words, jokes, derogatory statements or comments based on an individual's sex, race, color, religion, creed, national origin, marital status, age, mental or physical disability, veteran status, sexual orientation, public assistance status or any other legally protected class, or other prohibited conduct toward other Employees, will not be tolerated.

Harassment includes any conduct that a reasonable person would view as threatening, intimidating or coercing. Harassment can be nonverbal, including distributing or displaying material that is insulting, shows hostility toward an individual or group or is sexually suggestive.

Sexual harassment is a particular type of harassment and includes unwelcome sexual

advances, requests for sexual favors, conduct that is unwelcome and personally offensive and other visual, verbal or physical conduct of a sexual nature when

- submission to or rejection of such conduct is used as the basis for employment decisions or
- such conduct creates an intimidating, hostile or offensive work environment.

This definition includes many forms of offensive behavior and includes gender-based harassment of a person of the same sex as the harasser.

Employees are expected to conduct themselves in a manner consistent with the spirit and intent of this policy. Offensive behavior, including harassment, will not be tolerated, and Employees must report all harassment, whether as a recipient or observer.

Q & A

My supervisor makes several of us uncomfortable with rude jokes and comments.

What should I do?

Talk to your supervisor about how you feel. If you are uncomfortable talking directly to your supervisor, talk to Human Resources or make a report to the Ethics Hotline. We will not tolerate harassment or a hostile work environment in which employees feel threatened or intimidated.

Q & A

I am a female Employee. My male co-worker makes repeated comments about my personal appearance that make me very uncomfortable. I've asked him to stop but he won't.

What should I do?

You should report your co-worker's behavior to your supervisor, Human Resources, or the Ethics Hotline.

Safety in the Workplace

You have an obligation to perform your work in a safe manner so that you do not cause harm to yourself or to others, and you must see that work conducted under your supervision is likewise performed safely and in a way that meets occupational safety standards and regulations.

If you work or supervise work with hazardous equipment materials, you must know and comply with all applicable occupational safety and health regulations, informational requirements, and recognized industry standards for protection.

Use of On-Duty Time

You have a clear obligation to use productively the time for which Tyto pays you. Your work hours should be devoted to activities directly related to Tyto's business or to activities authorized by your supervisor.

Unauthorized selling, trading or bartering of merchandise to others on Company premises is not permitted. Neither is participation in nor

soliciting for organized or commercial lotteries or other gambling activities, or the conduct of personal business on Company time, permitted. The distribution of personal notices, pamphlets, advertising matter or any other kind of personal literature during work time or in any work area is discouraged.

Customer Solicitation

The Company's customer base, list, contacts and information are valuable assets. You may not, directly or indirectly, contact, make disclosures to, entice, render services to or make

proposals or presentations to any clients or prospects of Tyto, or assist others to do the same, for any reason other than on behalf of Tyto.

Substance Abuse

We are committed to providing you with a safe and healthy workplace. Using or being under the influence of illegal drugs or alcohol on the job may pose serious safety and health risks.

With the exception of lawful, moderate and prudent alcohol consumption during legitimate business entertainment, alcoholic beverages or illegal drugs are not permitted in the workplace, work-site or Company vehicles, including private vehicles being driven on Company business. While in the workplace or while conducting business for Tyto, you may not sell, distribute or possess alcohol or illegal drugs.

To help ensure a safe and healthy working environment, you may be asked to provide

samples (such as urine and/or blood) to determine the illicit or illegal use of drugs and alcohol. You may also be required to take an alcohol and/or drug test to meet customer contractual agreements.

The following disciplinary actions may be taken for violations of this policy

- Referral for counseling or rehabilitation and satisfactory treatment
- Suspension without pay
- Termination

Supervisors / managers are responsible for monitoring Employee performance. In cases where chemical abuse is suspected, or where it is clear that the Employee is visibly impaired, the supervisor / manager should contact Human Resources.

Legal Matters

This Code is a statement of the Company's fundamental principles, policies and applicable procedures.

The Company, acting through its Board of Managers, its CEO, or CFO as appropriate, shall hold each Employee accountable for any violation of this Code. Sanctions for any such violation may include being relieved of his or her duties and/or termination of employment. In addition, subject to applicable law, the Company may report violations to the appropriate governmental authorities. The Company shall determine, or shall designate appropriate persons to determine, appropriate action in response to any violations of the Code.

The Code is not intended to, and does not, create any rights in any Employee, client, vendor, supplier,

create any rights in any Employee, client, vendor, supplier, competitor or shareholder of the Company or any other person or entity.

Compliance with any provision of this Code by any director or by any Senior Financial Officer may be waived only by the Company's Board of Managers; compliance by all other Employees may be waived by the CEO, in each case in compliance with all laws, and upon full disclosure of all relevant facts by the Employee who seeks such a waiver. Any such waiver will be promptly disclosed as and to the extent required by applicable law or regulations.



Questions Regarding This Code of Ethics and Business Conduct?

Email: tammy.cotto@gotyto.com

Call: 1-703-885-7854

To Report Any Violations

Contact your supervisor/manager, Human Resources or our CFO or Contact the Ethics Hotline at

1-833-530-0008 or at www.lighthouse-services.com/tyto.

